

RECORDATION NO. 27183-C FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W

DEC 28 '07 -12 30 PM

SUITE 301  
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
URBAN A LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

December 28, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release, dated December 28, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a partial release and relates to the Memorandum of Security Agreement and associated documents which were previously filed with the Board under Recordation Number 27183.

The name and address of the party to the enclosed document are:

Secured Party: Credit Suisse First Boston, New York Branch  
Eleven Madison Avenue  
New York, New York 10010

[Borrower: Trinity Rail Leasing Trust II  
2525 Stemmons Freeway  
Dallas, Texas 75207]

Mr. Vernon A. Williams  
December 28, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

100 railcars:

TILX 516753 – TILX 516817  
TILX 516868 – TILX 516902

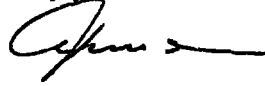
A short summary of the document to appear in the index is:

Release.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 27183-C FILED

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SURFACE TRANSPORTATION BOARD

**Release Re:--Trinity Rail Leasing Trust II sale of Railcars and related Leases  
to TLP Rail Trust I**

December 28, 2007

This instrument (this "Release") is being entered into and delivered in connection with (i) the Amended and Restated Warehouse Loan Agreement dated as of August 7, 2007, among Trinity Rail Leasing Trust II ("TRLT-II"), Trinity Industries Leasing Company ("TILC"), Credit Suisse, New York Branch ("CSNYB") as agent thereunder (in such capacity, the "Warehouse Agent"), Wilmington Trust Company ("WTC") as Collateral Agent thereunder (WTC in such capacity, the "Collateral Agent") and the Lenders party thereto from time to time (the "Restated Warehouse Loan Agreement"), amending and restating the Warehouse Loan Agreement dated as of June 27, 2002, as amended (the "Original Warehouse Loan Agreement"), among TRLT-II, TILC, the Lenders party thereto from time to time, and CSNYB (formerly Credit Suisse First Boston, New York Branch), as agent thereunder (in such capacity, the "Original Warehouse Agent"); and (ii) the Amended and Restated Security Agreement dated as of August 7, 2007, among TRLT-II, the Warehouse Agent and the Collateral Agent (the "Restated Warehouse Security Agreement"), amending and restating the Security Agreement dated as of June 27, 2002, as amended (the "Original Warehouse Security Agreement") between TRLT-II and the Original Warehouse Agent.

WTC as Collateral Agent currently holds, pursuant to the Restated Warehouse Security Agreement, and CSNYB as Original Warehouse Agent formerly held, pursuant to the Original Warehouse Security Agreement, a security interest granted by TRLT-II in the railcars described on Schedule 1 hereto (such railcars, together with TRLT-II's right, title and interest in all components, parts and accessions to such cars and in all equipment attached or related thereto, and all manufacturer's warranties outstanding in connection therewith, being the "Railcars") and the related leases thereof described on Schedule 2 hereto (the "Leases") (the Railcars and Leases being the "Assets"), to secure TRLT-II's obligations under the Restated Warehouse Loan Agreement or Original Warehouse Loan Agreement, as applicable. CSNYB as Warehouse Agent consents to TRLT-II's disposition of the Assets by sale on or about the date hereof to TLP Rail Trust I ("TLP I"). WTC as Collateral Agent and CSNYB as Warehouse Agent and Original Warehouse Agent, by their respective signatures on this Release, hereby confirm and agree, without recourse to or warranty by the Collateral Agent, the Warehouse Agent, the Original Warehouse Agent, the Secured Parties (within the meaning of the Original Warehouse Security Agreement) or the Protected Parties (within the meaning of the Restated Warehouse Security Agreement), for the benefit of TRLT-II and TLP I (and its successor and assigns), that all of the Collateral Agent's, Warehouse Agent's or Original Warehouse Agent's right, title and interest in and to the Assets, whether held pursuant to the Restated Warehouse Security Agreement, the Original Warehouse Security Agreement or otherwise, is released and of no further effect.

[signatures follow]

The undersigned have each executed and delivered this Release as of the date first written above.

**CREDIT SUISSE, NEW YORK BRANCH, as  
Warehouse Agent and Original Warehouse  
Agent**

By:   
Its: **ALEX SMITH**  
**VICE PRESIDENT**

By:   
Its: **MARK LENGEL**  
**DIRECTOR**

**WILMINGTON TRUST COMPANY, as  
Collateral Agent**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

The undersigned have each executed and delivered this Release as of the date first written above.

**CREDIT SUISSE, NEW YORK BRANCH, as  
Warehouse Agent and Original Warehouse  
Agent**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**WILMINGTON TRUST COMPANY, as  
Collateral Agent**

By: Jose Paredes  
Its: Assistant Vice President

**ACKNOWLEDGMENT**

STATE OF NEW YORK       )  
                                  )  
COUNTY OF NEW YORK    )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Mark Lengel, who upon oath, acknowledged himself to be a Director of CREDIT SUISSE, NEW YORK BRANCH, and that he, as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE, NEW YORK BRANCH.

WITNESS my hand and official seal this 27<sup>th</sup> day of December, 2007.

*Cheryl D. Fondacaro*  
Notary Public

MY COMMISSION EXPIRES: 6/11/2011

**CHERYL D. FONDACARO**  
Notary Public, State of New York  
No. 01FO8168479  
Qualified in New York County  
Term Expires June 11, 2011

STATE OF NEW YORK       )  
                                  )  
COUNTY OF NEW YORK    )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Alex Smith, who upon oath, acknowledged himself to be a Vice President of CREDIT SUISSE, NEW YORK BRANCH, and that he, as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE, NEW YORK BRANCH.

WITNESS my hand and official seal this 27<sup>th</sup> day of December, 2007.

*Cheryl D. Fondacaro*  
Notary Public

MY COMMISSION EXPIRES: June 11, 2011

**CHERYL D. FONDACARO**  
Notary Public, State of New York  
No. 01FO8168479  
Qualified in New York County  
Term Expires June 11, 2011

ACKNOWLEDGMENT

STATE OF Delaware )  
COUNTY OF New Castle )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Jose Parsons, who upon oath, acknowledged himself to be a Assistant Vice President of WILMINGTON TRUST COMPANY, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of WILMINGTON TRUST COMPANY.

WITNESS my hand and official seal this 28 day of December, 2007.

Notary Public

MY COMMISSION EXPIRES:  
JACQUILINE SOLONE  
Notary Public - State of Delaware  
My Comm. Expires March 28, 2011

*Jacqueline Solone*

**Equipment Purchased from Trinity Rail Leasing Trust II**

**Schedule I**

<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
TILX 270453	23513	12/27/2007	Tank
TILX 270454	23513	12/27/2007	Tank
TILX 270455	23513	12/27/2007	Tank
TILX 270456	23513	12/27/2007	Tank
TILX 270457	23513	12/27/2007	Tank
TILX 270458	23513	12/27/2007	Tank
TILX 270459	23513	12/27/2007	Tank
TILX 270460	23513	12/27/2007	Tank
TILX 270461	23513	12/27/2007	Tank
TILX 270462	23513	12/27/2007	Tank
TILX 270463	23513	12/27/2007	Tank
TILX 270464	23513	12/27/2007	Tank
TILX 270465	23513	12/27/2007	Tank
TILX 270466	23513	12/27/2007	Tank
TILX 270467	23513	12/27/2007	Tank
TILX 516753	33404	12/27/2007	Freight
TILX 516754	33404	12/27/2007	Freight
TILX 516755	33404	12/27/2007	Freight
TILX 516756	33404	12/27/2007	Freight
TILX 516757	33404	12/27/2007	Freight
TILX 516758	33404	12/27/2007	Freight
TILX 516759	33404	12/27/2007	Freight
TILX 516760	33404	12/27/2007	Freight
TILX 516761	33404	12/27/2007	Freight
TILX 516762	33404	12/27/2007	Freight
TILX 516763	33404	12/27/2007	Freight
TILX 516764	33404	12/27/2007	Freight
TILX 516765	33404	12/27/2007	Freight
TILX 516766	33404	12/27/2007	Freight
TILX 516767	33404	12/27/2007	Freight
TILX 516768	33404	12/27/2007	Freight
TILX 516769	33404	12/27/2007	Freight
TILX 516770	33404	12/27/2007	Freight
TILX 516771	33404	12/27/2007	Freight
TILX 516772	33404	12/27/2007	Freight
TILX 516773	33404	12/27/2007	Freight
TILX 516774	33404	12/27/2007	Freight
TILX 516775	33404	12/27/2007	Freight
TILX 516776	33404	12/27/2007	Freight
TILX 516777	33404	12/27/2007	Freight
TILX 516778	33404	12/27/2007	Freight
TILX 516779	33404	12/27/2007	Freight
TILX 516780	33404	12/27/2007	Freight
TILX 516781	33404	12/27/2007	Freight
TILX 516782	33404	12/27/2007	Freight
TILX 516783	33404	12/27/2007	Freight
TILX 516784	33404	12/27/2007	Freight
TILX 516785	33404	12/27/2007	Freight
TILX 516786	33404	12/27/2007	Freight
TILX 516787	33404	12/27/2007	Freight
TILX 516788	33404	12/27/2007	Freight
TILX 516789	33404	12/27/2007	Freight
TILX 516790	33404	12/27/2007	Freight
TILX 516791	33404	12/27/2007	Freight



**Equipment Purchased from Trinity Rail Leasing Trust II**

**Schedule I**

<u>Asset Mark</u>	<u>Lease Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
TILX 516792	33404	12/27/2007	Freight
TILX 516793	33404	12/27/2007	Freight
TILX 516794	33404	12/27/2007	Freight
TILX 516795	33404	12/27/2007	Freight
TILX 516796	33404	12/27/2007	Freight
TILX 516797	33404	12/27/2007	Freight
TILX 516798	33404	12/27/2007	Freight
TILX 516799	33404	12/27/2007	Freight
TILX 516800	33404	12/27/2007	Freight
TILX 516801	33404	12/27/2007	Freight
TILX 516802	33404	12/27/2007	Freight
TILX 516803	33404	12/27/2007	Freight
TILX 516804	33404	12/27/2007	Freight
TILX 516805	33404	12/27/2007	Freight
TILX 516806	33404	12/27/2007	Freight
TILX 516807	33404	12/27/2007	Freight
TILX 516808	33404	12/27/2007	Freight
TILX 516809	33404	12/27/2007	Freight
TILX 516810	33404	12/27/2007	Freight
TILX 516811	33404	12/27/2007	Freight
TILX 516812	33404	12/27/2007	Freight
TILX 516813	33404	12/27/2007	Freight
TILX 516814	33404	12/27/2007	Freight
TILX 516815	33404	12/27/2007	Freight
TILX 516816	33404	12/27/2007	Freight
TILX 516817	33404	12/27/2007	Freight
TILX 516868	33404	12/27/2007	Freight
TILX 516869	33404	12/27/2007	Freight
TILX 516870	33404	12/27/2007	Freight
TILX 516871	33404	12/27/2007	Freight
TILX 516872	33404	12/27/2007	Freight
TILX 516873	33404	12/27/2007	Freight
TILX 516874	33404	12/27/2007	Freight
TILX 516875	33404	12/27/2007	Freight
TILX 516876	33404	12/27/2007	Freight
TILX 516877	33404	12/27/2007	Freight
TILX 516878	33404	12/27/2007	Freight
TILX 516879	33404	12/27/2007	Freight
TILX 516880	33404	12/27/2007	Freight
TILX 516881	33404	12/27/2007	Freight
TILX 516882	33404	12/27/2007	Freight
TILX 516883	33404	12/27/2007	Freight
TILX 516884	33404	12/27/2007	Freight
TILX 516885	33404	12/27/2007	Freight
TILX 516886	33404	12/27/2007	Freight
TILX 516887	33404	12/27/2007	Freight
TILX 516888	33404	12/27/2007	Freight
TILX 516889	33404	12/27/2007	Freight
TILX 516890	33404	12/27/2007	Freight
TILX 516891	33404	12/27/2007	Freight
TILX 516892	33404	12/27/2007	Freight
TILX 516893	33404	12/27/2007	Freight
TILX 516894	33404	12/27/2007	Freight
TILX 516895	33404	12/27/2007	Freight

**Equipment Purchased from Trinity Rail Leasing Trust II**

**Schedule I**

<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
TILX 516896	33404	12/27/2007	Freight
TILX 516897	33404	12/27/2007	Freight
TILX 516898	33404	12/27/2007	Freight
TILX 516899	33404	12/27/2007	Freight
TILX 516900	33404	12/27/2007	Freight
TILX 516901	33404	12/27/2007	Freight
TILX 516902	33404	12/27/2007	Freight
TILX 192620	8143	12/27/2007	Tank
TILX 192621	8143	12/27/2007	Tank
TILX 192622	8143	12/27/2007	Tank
TILX 192623	8143	12/27/2007	Tank
TILX 192624	8143	12/27/2007	Tank
TILX 192625	8143	12/27/2007	Tank
TILX 192626	8143	12/27/2007	Tank
TILX 192627	8143	12/27/2007	Tank
TILX 192628	8143	12/27/2007	Tank
TILX 192629	8143	12/27/2007	Tank
TILX 193146	8143	12/27/2007	Tank
TILX 193147	8143	12/27/2007	Tank
TILX 193148	8143	12/27/2007	Tank
TILX 193149	8143	12/27/2007	Tank
TILX 197935	8143	12/27/2007	Tank
TILX 197936	8143	12/27/2007	Tank
TILX 197937	8143	12/27/2007	Tank
TILX 197938	8143	12/27/2007	Tank
TILX 197939	8143	12/27/2007	Tank
TILX 197940	8143	12/27/2007	Tank
TILX 197941	8143	12/27/2007	Tank
TILX 197942	8143	12/27/2007	Tank
TILX 197943	8143	12/27/2007	Tank
TILX 197944	8143	12/27/2007	Tank
TILX 199610	8143	12/27/2007	Tank
TILX 199611	8143	12/27/2007	Tank
TILX 199612	8143	12/27/2007	Tank
TILX 199613	8143	12/27/2007	Tank
TILX 199614	8143	12/27/2007	Tank
TILX 199615	8143	12/27/2007	Tank
TILX 199616	8143	12/27/2007	Tank
TILX 199617	8143	12/27/2007	Tank
TILX 199618	8143	12/27/2007	Tank
TILX 199619	8143	12/27/2007	Tank
TILX 199620	8143	12/27/2007	Tank
TILX 199621	8143	12/27/2007	Tank
TILX 199622	8143	12/27/2007	Tank
TILX 199623	8143	12/27/2007	Tank
TILX 199624	8143	12/27/2007	Tank
TILX 199625	8143	12/27/2007	Tank
TILX 199626	8143	12/27/2007	Tank
TILX 199627	8143	12/27/2007	Tank
TILX 199628	8143	12/27/2007	Tank
TILX 199629	8143	12/27/2007	Tank
TILX 199630	8143	12/27/2007	Tank
TILX 199631	8143	12/27/2007	Tank
TILX 199632	8143	12/27/2007	Tank

**Equipment Purchased from Trinity Rail Leasing Trust II**

**Schedule I**

<u>Asset Mark</u>	<u>Lease Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
TILX 199633	8143	12/27/2007	Tank
TILX 199634	8143	12/27/2007	Tank
TILX 199635	8143	12/27/2007	Tank

**Equipment Purchased from Trinity Rail Leasing Trust II**

**Schedule II**

<b><u>Lessee Number</u></b>	<b><u>Leases</u></b>	<b><u>Rider Number</u></b>
23513	Cyro Industries	1
33404	Midwest Agri Commodities	1
8143	Noble Americas Corp	2

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/28/07



Robert W. Alvord